

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

IN RE PORK ANTITRUST  
LITIGATION

This Document Relates to:

ALL CONSUMER INDIRECT  
PURCHASER ACTIONS

Civil No. 18-cv-1776 (JRT/HB)

**JBS USA FOOD COMPANY'S  
AMENDED ANSWER TO  
CONSUMER INDIRECT  
PURCHASER PLAINTIFFS'  
SECOND AMENDED AND  
CONSOLIDATED CLASS ACTION  
COMPLAINT**

Defendant JBS USA Food Company (“JBS USA”) submits its amended answer and affirmative defenses to the Second Amended Consolidated Class Action Complaint (“Complaint”) of the Consumer Indirect Purchaser Plaintiffs (“Plaintiffs”), filed on November 6, 2019, as follows. Solely for the purpose of responding herein, JBS USA shall consider the U.S. pork-producing and hog-producing operations of its subsidiaries to be within JBS USA’s possession, custody, and control.

### **I. NATURE OF ACTION**

1. Paragraph 1 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 1, including that it was part of a collusive scheme.

2. Paragraph 2 contains legal arguments to which no response is required. JBS USA lacks sufficient information to form an independent belief concerning the truth of the allegations as to Agri Stats and therefore denies them. JBS USA denies the remaining allegations in Paragraph 2, including that it was a member of a conspiracy.

3. Paragraph 3 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks sufficient information to form an independent belief concerning the truth of the allegations as to Agri Stats and therefore denies them. JBS USA denies the remaining allegations in Paragraph 3, including that it was a member of a conspiracy or that the provision of Agri Stats' services was anticompetitive.

4. JBS USA admits that it used Agri Stats as a benchmarking service during at least some portion of the relevant time period but denies that JBS USA received current or forward-looking sensitive information as well as a key to deciphering which data belongs to which producer. JBS USA lacks sufficient information to form an independent belief concerning the truth of the remaining allegations, including those as to Agri Stats and therefore denies them.

5. Paragraph 5 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it used Agri Stats as a benchmarking service during at least some portion of the relevant time period but denies that JBS USA received competitively-sensitive information that could be used to conspire or to enforce any conspiracy. JBS USA lacks knowledge or sufficient information to form an independent belief concerning the truth of the remaining allegations, including those as to Agri Stats and therefore denies them.

6. Paragraph 6 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it used Agri Stats as a benchmarking service during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 6, including that the data Agri Stats provided is current or forward-looking, that JBS USA engaged in any conspiracy with any of the other Defendants, or that JBS USA engaged in anticompetitive conduct, or coordinated such conduct with other Defendants.

7. Paragraph 7 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 7, including that the data Agri Stats provided is current or forward-looking, that it engaged in any conspiracy with any of the other Defendants and that it used Agri Stats information in furtherance of a conspiracy or that it was a co-conspirator. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, including as to Agri Stats, and therefore denies them.

8. JBS USA denies that it made or received any public signals to or from any other Defendant during the relevant time period. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other

Defendants, including as to Agri Stats, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 8, including that it discussed or participated in coordinated supply cuts with any Defendant.

9. Paragraph 9 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations, including as to the alleged shifts or increases in price, the alleged margin increases, revenue and costs and Plaintiffs' purported analysis thereof, and therefore denies them. JBS USA also lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations related to other Defendants or third parties, including the allegations as to Smithfield and Tyson, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 9, including that it colluded with or engaged in a conspiracy with any of the other Defendants.

10. Paragraph 10 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 10, including that it colluded with or participated in a price-fixing scheme with any of the other Defendants.<sup>1</sup>

11. Paragraph 11 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations related to other Defendants, and therefore denies them. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 11, including that the data

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<sup>1</sup> To the extent a response is required for Footnote 4, JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations, and therefore denies them.

Agri Stats provided was current and that JBS USA participated in an unlawful information exchange with other Defendants.

12. Paragraph 12 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 12, including that it colluded with or participated in an unlawful information exchange with the other Defendants through Agri Stats, and that it, together with other Defendants, restricted the supply of pork.

13. Paragraph 13 contains legal arguments and conclusions of law to which no response is required. JBS USA admits Plaintiffs purport to bring this action as described but denies that it has violated the antitrust and consumer protection laws.

## **II. SUMMARY OF PARTIES**

14. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations related to third parties, and therefore denies them. JBS USA admits Plaintiffs purport to bring this action on behalf of themselves individually and on behalf of purported classes. JBS USA denies the remaining allegations in Paragraph 14, including that it is a co-conspirator.<sup>2</sup>

15. JBS USA admits it produces and sells pork and pork products in the United States. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 15, including that it was a co-conspirator.

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<sup>2</sup> To the extent a response is required for Footnote 5, JBS USA admits that Plaintiffs purport to define the term “pork” for the purposes of its use in the Complaint, but denies Plaintiffs’ respective allegations, including Plaintiffs’ characterization of that term, because it lacks sufficient information to form an independent belief concerning the truth of the allegations.

16. Paragraph 16 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it used Agri Stats as benchmarking service during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 16, including that it is part of a conspiracy.

### III. FACTUAL ALLEGATIONS

#### A. **Agri Stats enabled competitors to directly exchange, and restrain, supply and cost.**

17. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA admits that documents are appended to the Complaint but denies Plaintiffs' remaining allegations, including Plaintiffs' characterization of these documents, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the documents that Plaintiffs purport to characterize are the best evidence of their complete and accurate contents.

18. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 18, and therefore denies them.

#### 1. **Agri Stats' detailed pricing reports provide competitors with a view of the entire market, removing all question of competition on price.**

19. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 19, including that the benchmarking information that Agri Stats provided was current and that JBS USA was a co-conspirator.

20. Paragraph 20 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that a document appended to the Complaint contains the quoted language but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs'

characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 20, including that it is part of a conspiracy.

21. JBS USA admits that a document appended to the Complaint contains the displayed figure but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents.

22. Paragraph 22 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that Plaintiffs have appended to the Complaint what they describe to be an Agri Stats sales report, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA denies the allegations in this Paragraph with respect to itself, including that it was a co-conspirator, and lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph related to other Defendants, and therefore denies them.

23. JBS USA admits that the document appended to the Complaint contains information but JBS USA denies Plaintiffs' respective allegations as to any Agri Stats report, including Plaintiffs' characterization of the documents, because it lacks sufficient information to form an independent belief concerning the truth of these allegations, and because the document

that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 23.

24. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' remaining allegations, including Plaintiffs' characterization of that document because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents.

25. Paragraph 25 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that the document appended to the Complaint contains information but denies the remaining allegations, including Plaintiffs' characterization of that document because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents.

26. JBS USA admits that the document appended to the Complaint contains information but JBS USA denies the remaining allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents.

27. Paragraph 27 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best



evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 27, including that the data it received from Agri Stats was current and that JBS USA is a co-conspirator.<sup>3</sup>

28. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 28.

29. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 29.

30. Paragraph 30 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best

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<sup>3</sup> To the extent a response is required for Footnote 6, JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations related to other Defendants, and therefore denies them.

evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 30, including that JBS USA is a co-conspirator.<sup>4</sup>

31. Paragraph 31 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA denies the allegations in this Paragraph with respect to itself, including that JBS USA is a co-conspirator and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.

32. Paragraph 32 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 32.

**2. Beyond the pricing reports themselves, Agri Stats allowed the pork processors to directly access sales data through a "sales data miner" tool.**

33. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 33 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations,

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<sup>4</sup> To the extent a response is required for Footnote 7, JBS USA admits that the document referenced in the Footnote contains the quoted language, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents.

and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 33, including that the provision of these services was anti-competitive.

34. JBS USA admits that Paragraph 34 purportedly contains a portion of a document but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to reference is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 34 with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

35. JBS USA denies the allegations in this Paragraph with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of any allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

36. JBS USA admits that it used Agri Stats as a benchmarking service during at least some portion of the relevant time period but denies that it worked with Agri Stats to identify "price-raising opportunities." JBS denies the remaining allegations in this Paragraph with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of any allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

37. JBS USA admits that it used Agri Stats as a benchmarking service at some time during the relevant time period but denies that it worked with Agri Stats to identify "price-raising opportunities." JBS USA denies the allegations in this Paragraph with respect to itself and lacks

knowledge or information sufficient to form an independent belief as to the truth of any allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

38. JBS USA admits that it used Agri Stats as a benchmarking service during at least some portion of the relevant time period but denies the remaining allegations in this Paragraph with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

39. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period and that Paragraph 39 purportedly quotes a portion of a document, but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to reference is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 39 with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

40. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 40.

**3. Just in case weekly sales reports and data mining were not enough to ensure the lack of pricing competition, Agri Stats also provided colorful graphs to highlight any differences in competitors' prices.**

41. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA admits that Paragraph 41 purportedly contains a portion of a document but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because

it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to reference is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 41 with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

42. JBS USA admits that Paragraph 42 purportedly contains a portion of a document but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to reference is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 42 with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

43. JBS USA admits that Paragraph 43 purportedly contains a portion of a document but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to reference is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 43 with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them. JBS USA admits that it received benchmarking data

from Agri Stats during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 43, including that the pricing information it received was current.

44. Paragraph 44 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 44, including that it was a co-conspirator.

**4. The Operations Profit Report provided competitors with information on the profitability of their competitors – allowing a further means to detect any cheating on the cartel.**

45. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA admits that the document appended to the Complaint contains information but denies the Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

46. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

47. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning

the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA lacks sufficient information to form an independent belief concerning the truth of the allegations as to Agri Stats and therefore denies them. JBS USA denies the remaining allegations in Paragraph 47.

48. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 48.

49. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

50. Paragraph 50 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 50, including that it was a co-conspirator, that it monitored other pork producers, and that it had entered into an agreement to restrain supply and raise prices.

**5. The Agri Stats Swine Processing Report provided detailed information regarding costs of the competitors.**

51. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 51 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 51, including that it was a co-conspirator.

52. Paragraph 52 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 52, including that it was a co-conspirator.

53. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.



54. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document because, it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

55. JBS USA admits that the document appended to the Complaint contains information but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

56. JBS USA admits that the document referenced in Paragraph 56 contains the quoted language but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

57. JBS USA admits that the document referenced in the Complaint contains the quoted language in Paragraph 57 but JBS USA denies Plaintiffs' respective allegations, including

Plaintiffs' characterizations of that document because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to characterize is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

58. Paragraph 58 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 58.

59. Paragraph 59 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 59 with respect to itself, including that it is a co-conspirator, and lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

60. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

**B. Agri Stats' collection and standardization process provided pork processors the unparalleled ability to monitor, or discipline co-conspirators for not complying with their collusive agreement.**

61. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 61 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 61, including that it was a participant in a collusive scheme or a member of a cartel.

62. Paragraph 62 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 62, including that it is a member of a cartel, a thief, or a conspirator.

63. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

64. Paragraph 64 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 64, including that it was a participant in a cartel.

65. Paragraph 65 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 65, including that it was a member of a cartel or conspiracy.

**1. Agri Stats audited the data to ensure co-conspirators could not cheat on the agreement.**

66. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 66 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period but denies that the data it received was timely, current, forward-looking or that it was a member of a conspiracy. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 66.

67. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

68. Paragraph 68 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 68 with respect to itself, including that it is a co-conspirator, and lacks knowledge or information sufficient to form an

independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.

69. JBS USA denies the allegations in this Paragraph with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.

70. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

71. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

72. JBS USA admits that Paragraph 72 purports to reference a portion of a presentation, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of that presentation, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the presentation that Plaintiffs purport to reference is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 72.

73. JBS USA admits that it has met with Agri Stats on at least one occasion during the relevant time period but denies the remaining allegations in this Paragraph with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 73, including that it is a member of a cartel.

74. Paragraph 74 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that Paragraph 74 purportedly contains a portion of a document but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document,

because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to reference is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 74 with respect to itself, including that it participated in a conspiracy, and lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

75. JBS USA admits that the document cited in Paragraph 75 contains the quoted language, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of this document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 75 with respect to itself, and lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

**2. Agri Stats guaranteed to the co-conspirators that its competitors were equally participating in the scheme.**

76. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 76 contains legal arguments or conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 76, including that it is a member of a conspiracy.

77. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period but lacks knowledge or information sufficient to form an

independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

78. JBS USA admits that a portion of a document referenced in this Paragraph and appended to the Complaint is contained in Paragraph 78 but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 78.

79. JBS USA admits that Paragraph 79 purportedly contains a portion of an email but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that email, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to reference is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

80. Paragraph 80 contains legal arguments or conclusions of law to which no response is required. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 80, including that Agri Stats provided JBS USA with detailed anticompetitive information. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

**3. Agri Stats acted as a gatekeeper, preventing public access to the reports, ensuring that the conspiracy went undetected.**

81. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 81.

82. JBS USA admits that Paragraph 82 purportedly contains a portion of a presentation but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that presentation, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the presentation that Plaintiffs purport to reference is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

83. Paragraph 83 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 83, including that it was a co-conspirator.

**C. Agri Stats reports were easily deanonymized by the pork processors.**

84. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 84.

85. JBS USA admits that Paragraph 85 purportedly contains a portion of a presentation listing certain Defendants or third parties but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that presentation because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the presentation that Plaintiffs purport to reference is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 85 with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

86. JBS USA denies the allegations in this Paragraph with respect to itself, including that it engaged in any "deanonymization efforts," and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

87. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 87.

88. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period. JBS USA admits that this Paragraph contains references to documents that Plaintiffs purport to characterize but denies Plaintiffs' respective allegations, including Plaintiffs' characterization of these documents because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the documents that Plaintiffs purport to characterize are the best evidence of their complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.



89. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

90. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

**D. Agri Stats succeeded in orchestrating the pork conspiracy because it leveraged its success in the chicken industry, and because both industries are controlled by the same companies.**

91. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 91 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 91, including that it was involved in a conspiracy, that it colluded with pork processors, or that it restrained the price and supply of pork.

**1. Agri Stats is a repeat offender, playing a crucial role in a similar price-fixing and supply constraint conspiracy in the sale of chickens.**

92. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

93. Paragraph 93 contains legal arguments and conclusions of law, including with regard to a different proceeding, the Broiler litigation, to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations, and therefore denies them.

94. Paragraph 94 contains legal arguments and conclusions of law, including with regard to a different proceeding, the Broiler litigation, to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations, especially as to those related to the Broiler litigation and the broiler industry, and therefore denies them.

95. Paragraph 95 contains legal arguments and conclusions of law, including with regard to a different proceeding, the Broiler litigation, to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations, and therefore denies them.

96. Paragraph 96 contains legal arguments and conclusions of law, including with regard to a different proceeding, the Broiler litigation, to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations, and therefore denies them.

## **2. The same companies own both chickens and pigs.**

97. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 97 contains legal arguments and conclusions of law, including with regard to a different proceeding, the Broiler litigation, to which no response is required. JBS USA denies the allegations in this Paragraph with respect to itself, including that it engaged in a pork antitrust conspiracy with any of the other Defendants or that it engaged in anticompetitive conduct or tactics. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations, and therefore denies them.

**E. Defendants' conspiracy had its intended effect, with pork processors lowering supply during the class period both in the aggregate, and individually.**

98. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 98 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that Paragraph 98 contains a chart, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that chart, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA denies the remaining allegations in this Paragraph with respect to itself, including the allegation that it acted in concert with other pork processors to decrease the U.S. pork supply. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

99. Paragraph 99 contains legal arguments and conclusions of law to which no response is required. JBS denies the allegations in Paragraph 99, including that it participated in any parallel production cuts or that it made statements regarding an intention to stabilize or decrease supply. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in Paragraph 99, and therefore denies them.

100. JBS USA admits that the document referenced in Paragraph 100 contains certain information, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs reference is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information

sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

101. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

102. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

103. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

104. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

105. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

106. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.

107. JBS USA admits that this Paragraph quotes from a document expressly cited by other plaintiffs in the above-captioned proceeding, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to cite from is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.

108. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.

109. JBS USA admits that a document expressly cited by other plaintiffs in the above-captioned proceeding contains some of the quoted language in this Paragraph, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA denies the remaining allegations in Paragraph 109 and specifically denies that JBS USA participated in hog liquidation efforts. Indeed, the same earnings call transcript cited by other plaintiffs in the above-captioned proceedings explicitly states "in the U.S. . . . we don't have hog production." JBS USA denies the remaining allegations in Paragraph 109.

110. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

111. JBS USA admits that this Paragraph quotes from a document expressly cited by other plaintiffs in the above-captioned proceeding, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in Paragraph 111, and therefore denies them.

112. JBS USA denies the allegations in this Paragraph with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.<sup>5</sup>

113. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.

114. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.

115. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other third parties, and therefore denies them.

116. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

117. JBS USA admits that the document referenced in Paragraph 117 contains the quoted language, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of this document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them. JBS USA denies the remaining allegations in Paragraph

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<sup>5</sup> To the extent a response is required for Footnote 10, JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Footnote, and therefore denies them.

117, including that the quoted language from the quarterly earnings call of JBS USA's parent, the Brazilian company JBS S.A., references any actions taken by JBS USA itself, particularly as JBS USA did not have any meaningful hog production at this time.

118. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.

119. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

120. JBS USA denies the allegations in this Paragraph with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.

121. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

122. JBS USA denies the allegations in this Paragraph with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.

123. JBS USA admits that this Paragraph quotes from a document referenced by other plaintiffs in the above-captioned proceeding, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA denies that the quoted language from the quarterly earnings call of JBS USA's parent, the Brazilian company JBS S.A., references any actions taken by JBS USA itself. Indeed, JBS

USA did not have any meaningful hog production at this time. JBS USA denies that the quoted earnings call occurred on May 15, 2013, because the transcript was misdated and is, in fact, a record of a May 15, 2014 earnings call presenting and analyzing the results for "1Q 14." JBS USA denies the remaining allegations in Paragraph 123.

**F. Defendants' conspiracy had the intended effect of raising prices of pork during the class period.**

124. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 124 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the allegations in Paragraph 124, including that it acted as a member of a "conspiracy to increase prices of pork," that it "conspired to restrict production" of pork, or that it "otherwise acted in a concerted manner to increase pork prices in the U.S." JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 124 which relate to other Defendants, third parties, or as to purported trends in the industry as a whole, and therefore denies those allegations. JBS USA denies the remaining allegations in Paragraph 124.

**1. The average hog wholesale price experienced an unprecedented increase beginning in 2009.**

125. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 125 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that Paragraph 125 contains a graph but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that graph, because it lacks sufficient information to form an independent belief concerning the truth of the allegations and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 125 which relate to other Defendants, third parties,



or as to purported trends in the industry as a whole, and therefore denies those allegations. JBS USA denies the remaining allegations in Paragraph 125, including that it engaged in any collective action with the other Defendants or third parties.

**2. The pork cut-out composite price experienced a dramatic increase beginning in 2009 and continuing throughout the class period.**

126. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA admits that Paragraph 126 contains a graph but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that graph, because it lacks sufficient information to form an independent belief concerning the truth of the allegations and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 126, which relate to purported trends in the industry as a whole, and therefore denies those allegations. JBS USA denies the remaining allegations in Paragraph 126, including that it engaged in any collective action with the other Defendants or third parties.

**3. Pork processors' margin increased beginning in 2009 showing a statistically significant break from the pre-class period.**

127. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 127 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that Paragraph 127 contains a graph but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that graph, because it lacks sufficient information to form an independent belief concerning the truth of the allegations and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 127 which relate to purported trends in the industry

as a whole, and therefore denies those allegations. JBS USA denies the remaining allegations in Paragraph 127, including that it engaged in any collective action with the other Defendants or third parties or that it acted as a "co-conspirator."

128. JBS USA admits that Paragraph 128 contains a graph but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that graph, because it lacks sufficient information to form an independent belief concerning the truth of the allegations and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 128 which relate to purported trends in the industry as a whole, and therefore denies those allegations. JBS USA denies the remaining allegations in Paragraph 128, including that it engaged in any collective action with the other Defendants or third parties.

**4. Defendants' revenues increased beginning in 2009, even taking into account defendant-specific costs.**

129. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

130. JBS USA admits that Paragraph 130 contains a graph but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that graph, because it lacks sufficient information to form an independent belief concerning the truth of the allegations and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 130 which relate to purported trends in the industry as a whole, and therefore denies those allegations. JBS USA denies the remaining

allegations in Paragraph 130, including that it engaged in any collective action with the other Defendants or third parties.

131. JBS USA admits that Paragraph 131 contains a graph but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that graph, because it lacks sufficient information to form an independent belief concerning the truth of the allegations and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 131 which relate to purported trends in the industry as a whole, and therefore denies those allegations. JBS USA denies the remaining allegations in Paragraph 131, including that it engaged in any collective action with the other Defendants or third parties.

132. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

**5. Overcharges due to the cartel were passed through to the indirect purchaser class.**

133. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA admits that this Paragraph quotes from a document expressly cited by other plaintiffs in the above-captioned proceeding, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

134. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

135. JBS USA admits that Paragraph 135 contains a graph but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that graph, because it lacks sufficient information to form an independent belief concerning the truth of the allegations and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 135 which relate to purported trends in the industry as a whole, and therefore denies those allegations. JBS USA denies the remaining allegations in Paragraph 135, including that it engaged in any collective action with the other Defendants or third parties.

136. JBS USA admits that Paragraph 136 contains a graph but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that graph, because it lacks sufficient information to form an independent belief concerning the truth of the allegations and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 136 which relate to purported trends in the industry as a whole, and therefore denies those allegations. JBS USA denies the remaining allegations in Paragraph 136, including that it engaged in any collective action with the other Defendants or third parties.

137. JBS USA admits that Paragraph 137 contains a graph but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that graph, because it lacks sufficient information to form an independent belief concerning the truth of the allegations

and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 137 which relate to purported trends in the industry as a whole, and therefore denies those allegations. JBS USA denies the remaining allegations in Paragraph 137, including that it engaged in any collective action with the other Defendants or third parties.

138. Paragraph 138 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the allegations in Paragraph 138, including that it engaged in an anticompetitive agreement to stabilize the price and supply of pork.

**G. The structure of the pork processing industry allowed the conspiracy to succeed.**

139. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 139 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 139, including that it was a member of a conspiracy, that it colluded with companies on pork prices, or that it made agreements with companies regarding the price or supply of pork.

**1. The pork industry is nearly fully vertically integrated, which allowed the scheme to succeed.**

140. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA denies the allegations in this Paragraph with respect to itself and lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

141. JBS USA admits that this Paragraph quotes from a document expressly cited by other plaintiffs in the above-captioned proceeding, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

142. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph regarding the other Defendants and third parties, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 142.

143. JBS USA admits that Paragraph 143 contains a diagram but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that diagram, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

144. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

**2. The level of concentration in the pork industry was optimal for the alleged collusive scheme.**

145. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 145 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them. JBS USA denies the remaining

allegations in Paragraph 145, including that it colluded with or entered into any price-fixing or otherwise unlawful agreements with Defendants or other third parties to manipulate the price of goods in the pork industry.

146. JBS USA admits that it acquired Cargill's U.S.-based pork business on October 30, 2015. JBS USA admits that Paragraph 146 contains a graph but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that graph, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to reference is the best evidence of its contents and also because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 146, and therefore denies them.

147. Paragraph 147 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that certain pork producers raise at least some hogs utilized for pork production. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in Paragraph 147, and therefore denies them.

148. JBS USA admits that it announced its intention to acquire Cargill's pork business in July 2015 for approximately \$1.45 billion. JBS USA lacks knowledge or information sufficient to form an independent belief as to the remaining allegations in Paragraph 148, and therefore denies them.

149. JBS USA admits that it acquired Cargill's U.S.-based pork business on October 30, 2015 and that it was reported that its business, after the acquisition and when combined with JBS USA's existing pork business in the U.S., had pro forma net revenue of approximately \$6.3 billion and a processing capacity of about 90,000 hogs per day and two million pounds of bacon per week.

JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

150. JBS USA admits that Paragraph 150 contains a timeline and admits that JBS USA acquired Cargill's U.S.-based pork business on October 30, 2015 but denies Plaintiffs' remaining allegations, including Plaintiffs' characterization of that timeline, because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

151. JBS USA admits that Paragraph 151 contains a chart, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that chart, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to use as a source is the best evidence of its contents and also because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA denies the remaining allegations in Paragraph 151.

152. Paragraph 152 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that Paragraph 152 contains a graph but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that graph, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.



153. JBS USA admits that the Herfindahl-Hirschman Index (HHI) is a measurement of market concentration and that Paragraph 153 contains a chart but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of that chart because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because Plaintiffs have not produced their analyses or underlying data or sufficiently described their methodologies. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

154. Paragraph 154 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the allegations in Paragraph 154 as to itself, including that it participated in any collusion. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

**3. Barriers to entry helped to keep competitors out of the pork integration market and ensure the success of the conspiracy.**

155. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

**H. Defendants actively concealed the conspiracy and plaintiffs did not and could not have discovered defendants' anticompetitive conduct.**

156. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 156 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 156, including that it engaged in a conspiracy or unlawful combination.

157. Paragraph 157 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 157, including that it engaged in any collective action with the other Defendants or third parties, or that it participated in any conspiracy or unlawful agreement.

158. JBS USA admits that Agri Stats has a publicly available company website. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them.

159. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

160. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

161. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

162. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

163. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 163.

164. JBS USA admits that a Second Consolidated and Amended Complaint was filed by the Direct Purchaser Plaintiffs in the *In Re Broiler Chicken Antitrust Litigation*, Case No. 1:16-cv-08637 (N.D. Ill.), on February 7, 2018. JBS USA lacks knowledge or information sufficient to

form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

165. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

166. Paragraph 166 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 166, including the allegation it engaged in an anticompetitive conspiracy.

167. Paragraph 167 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 167, including the allegations that it participated in an unlawful combination and conspiracy.

#### **IV. PLAINTIFFS ALLEGE VIOLATIONS UNDER BOTH THE *PER SE* AND RULE OF REASON STANDARDS OF THE SHERMAN ACT**

168. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 168 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 168, including the allegations that it engaged in any violations of law or participated in any unlawful agreement with any other Defendant.

169. Paragraph 169 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it is a seller of pork products in the United States and that it received benchmarking data from Agri Stats during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 169, including that it engaged in any violations of law or participated in any unlawful agreement with any other Defendant.

### **1. The Unlawful Agreements**

170. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 170 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 170, including that it engaged in any violations of law or participated in any unlawful agreement with any other Defendant.

171. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

172. Paragraph 172 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that the document referenced in Paragraph 172 contains the quoted language, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of this document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA denies the allegations in this Paragraph with respect to itself, including that it engaged in any conspiracy or entered into an agreement to share information with any of the other Defendants, or that it engaged in anticompetitive conduct. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

173. JBS USA admits that the document cited in Paragraph 173 contains the quoted language, but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterizations of this document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to

quote is the best evidence of its complete and accurate contents. JBS USA denies the allegations in this Paragraph with respect to itself, and lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in this Paragraph, and therefore denies them.

174. JBS USA admits that the JBS USA personnel listed in this Paragraph, at different points during the relevant time period had primary responsibility for managing or overseeing the reporting and transmitting of data directly to and from Agri Stats relating to pork pricing, supply, slaughter, inventory, export, or production levels. JBS USA denies that these individuals were executives. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

**2. Defendants' information exchanges had the likely effect of harming competition.**

**a. Defendants have market power in the market for pork.**

175. JBS USA denies the allegations in the headings that appear before this Paragraph. Paragraph 175 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in Paragraph 175, and therefore denies them.

176. Paragraph 176 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in Paragraph 176, and therefore denies them.

177. Paragraph 177 contains legal arguments and conclusions of law to which no response is required.

**b. There are high barriers to entry in the market for pork for meat consumption.**

178 JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 178 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in Paragraph 178, and therefore denies them.

**c. The defendants have market power in the market for pork for meat consumption.**

179. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 179 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in Paragraph 179, including the allegation that it is a co-conspirator.

**3. The market for pork is the type of market where the information exchanges orchestrated by Agri Stats are likely to harm competition.**

180. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 180 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in this Paragraph with respect to itself, including the allegations that it engaged in “strategic information exchange[s]” of “competitively sensitive” information with other Defendants about “current and forward-looking plans for prices and supply.” JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in Paragraph 180, and therefore denies them.

181. Paragraph 181 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in Paragraph 181, and therefore denies them.

182. Paragraph 182 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the remaining allegations in Paragraph 182, and therefore denies them.

**a. The pork market features few sellers**

183. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 183 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 183, including the allegation that it is a co-conspirator.

**b. Pork is a fungible market**

184. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

185. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them.

186. JBS USA denies the allegations in Paragraph 186.

**c. The pork market features price-based competition**

187. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph related to other Defendants or third parties, and therefore denies them. JBS USA denies the remaining allegations in Paragraph 187.

**d. Demand for pork is relatively inelastic**

188. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 188 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

**e. The pork market features a trend towards price uniformity.**

189. JBS USA denies the allegations in the heading that appears before this Paragraph. Paragraph 189 contains legal arguments and conclusions of law to which no response is required. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.<sup>6</sup>

**4. Defendants' information exchanges corrupted the competitive process.**

190. JBS USA denies the allegations in the heading that appears before this Paragraph. JBS USA admits that a portion of a document referenced in this Paragraph and appended to the Complaint is contained in Paragraph 190 but JBS USA denies Plaintiffs' respective allegations, including Plaintiffs' characterization of that document, because it lacks sufficient information to form an independent belief concerning the truth of the allegations, and because the document that Plaintiffs purport to quote is the best evidence of its complete and accurate contents. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 190, including that the data it received was current.

191. JBS USA denies the allegations in Paragraph 191.

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<sup>6</sup> To the extent a response is required for Footnote 16, JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Footnote, and therefore denies them.



192. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph, and therefore denies them.

193. Paragraph 193 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 193, including that it engaged in any violations of law.

194. Paragraph 194 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it received benchmarking data from Agri Stats during at least some portion of the relevant time period but denies the remaining allegations in Paragraph 194, including that the data it received was current or that it engaged in any violations of law.

## **V. JURISDICTION AND VENUE**

195. Paragraph 195 contains legal arguments and conclusions of law to which no response is required. JBS USA admits Plaintiffs purport to bring this action as described filed, but denies that it has violated the antitrust laws. JBS USA admits that this Court has jurisdiction under the cited statutes over civil actions arising under Sections 4 and 16 of the Clayton Act. JBS USA denies the remaining allegations in this Paragraph.

196. Paragraph 196 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it has transacted business in this district at certain points in time. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of any allegations related to other Defendants and therefore denies them. JBS USA denies the remaining allegations in this Paragraph.

197. Paragraph 197 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it has transacted business in the United States and this District at certain points in time. JBS USA lacks knowledge or information sufficient to form an

independent belief as to the truth of any allegations related to other Defendants or third parties and therefore denies them. JBS USA denies the remaining allegations in this Paragraph.

198. Paragraph 198 contains legal arguments and conclusions of law to which no response is required. JBS USA denies the remaining allegations in this Paragraph.

## **VI. PARTIES**

### **A. Plaintiffs**

199. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

200. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

201. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

202. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

203. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

204. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

205. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

206. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

207. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

208. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

209. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

210. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

211. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

212. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

213. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

214. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

215. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

216. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

217. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

218. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

219. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

220. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

221. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

222. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

223. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

224. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

225. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

226. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

227. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

228. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

229. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

230. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

231. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

232. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

233. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

**B. Defendants**

234. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

235. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

236. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

237. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

238. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

239. Paragraph 239 contains legal arguments and conclusions of law to which no response is required. JBS USA admits that it is a subsidiary of JBS USA Food Company Holdings and a Delaware corporation, headquartered in Greeley, Colorado. JBS USA admits that it sold pork products in the United States during the relevant time period. JBS USA denies any remaining allegations in Paragraph 239.

240. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

241. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

242. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

243. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

244. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

245. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in this Paragraph and therefore denies them.

## **VII. CLASS ACTION ALLEGATIONS**

246. JBS USA admits that Plaintiffs purport to bring this action on behalf of certain classes described in Paragraph 246, but denies that any class may be certified in this action, denies that Plaintiffs are entitled to any relief, and denies any remaining allegations in Paragraph 246.

247. JBS USA admits that Plaintiffs purport to exclude the entities described in Paragraph 247 from their purported classes, but denies that any class may be certified in this action, denies that Plaintiffs are entitled to any relief, and denies any remaining allegations in Paragraph 247.

248. Paragraph 248 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

249. Paragraph 249 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

250. Paragraph 250 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

251. Paragraph 251 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

252. Paragraph 252 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

253. Paragraph 253 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

254. Paragraph 254 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

255. Paragraph 255 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

256. Paragraph 256 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

### **VIII. ANTITRUST INJURY**

257. Paragraph 257 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 257.

258. Paragraph 258 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 258.

259. Paragraph 259 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 259.

260. Paragraph 260 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 260.

261. Paragraph 261 contains legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 261.

262. Paragraph 262 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 262.

263. Paragraph 263 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 263.

264. Paragraph 264 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 264.

## **IX. CAUSES OF ACTION**

### **VIOLATION OF THE SHERMAN ACT**

#### **FIRST CLAIM FOR RELIEF**

#### **VIOLATION OF SECTION 1 OF THE SHERMAN ACT 15 U.S.C. § 1 FOR CONSPIRACY TO RESTRAIN PRODUCTION (ON BEHALF OF NATIONWIDE CLASS FOR INJUNCTIVE AND EQUITABLE RELIEF)**

265. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.



266. Paragraph 266 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 266.

267. Paragraph 267 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 267.

268. Paragraph 268 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 268.

269. Paragraph 269 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 269.

270. Paragraph 270 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 270.

**SECOND CLAIM FOR RELIEF**  
**VIOLATION OF SECTION 1 OF THE SHERMAN ACT**  
**15 U.S.C. § 1 FOR CONSPIRACY TO EXCHANGE COMPETITIVE**  
**INFORMATION**  
**(ON BEHALF OF NATIONWIDE CLASS FOR**  
**INJUNCTIVE AND EQUITABLE RELIEF)**

271. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

272. Paragraph 272 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 272.

273. Paragraph 273 contains Plaintiffs legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

274. Paragraph 274 contains Plaintiffs legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

275. Paragraph 275 contains Plaintiffs legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

276. Paragraph 276 contains Plaintiffs legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations.

277. Paragraph 277 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 277.

278. Paragraph 278 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 278.

279. Paragraph 279 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 279.

280. Paragraph 280 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 280.

281. Paragraph 281 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 281.

282. Paragraph 282 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 282.

283. Paragraph 283 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 283.

284. Paragraph 284 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 284.

#### **VIOLATIONS OF STATE ANTITRUST LAWS**

285. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

286. Paragraph 286 contains no factual allegations to which a response is required. To the extent a response is required, JBS USA denies the allegations.

#### **THIRD CLAIM FOR RELIEF** **VIOLATION OF ARIZONA'S UNIFORM STATE ANTITRUST ACT,** **ARIZ. REV. STAT. § 44-1401, *ET SEQ.*** **(ON BEHALF OF THE ARIZONA CLASS)**

287. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

288. Paragraph 288 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 288.

289. Paragraph 289 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 289.

290. Paragraph 290 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 290.

291. Paragraph 291 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 291.

292. Paragraph 292 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 292.

293. Paragraph 293 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 293.

294. Paragraph 294 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 294.

**FOURTH CLAIM FOR RELIEF**  
**VIOLATION OF CALIFORNIA'S CARTWRIGHT ACT,**  
**CAL. BUS. & PROF. CODE § 16700, *ET SEQ.***  
**(ON BEHALF OF THE CALIFORNIA CLASS)**

295. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

296. Paragraph 296 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

297. Paragraph 297 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

298. Paragraph 298 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

299. Paragraph 299 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

300. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 300 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 300.

301. Paragraph 301 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 301.

302. Paragraph 302 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 302.

**FIFTH CLAIM FOR RELIEF**  
**VIOLATION OF THE DISTRICT OF COLUMBIA ANTITRUST ACT,**  
**D.C. CODE § 28-4501, *ET SEQ.***  
**(ON BEHALF OF THE DISTRICT OF COLUMBIA CLASS)**

303. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

304. Paragraph 304 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

305. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 305 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 305.

306. Paragraph 306 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

307. Paragraph 307 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 307.

308. Paragraph 308 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 308.

**SIXTH CLAIM FOR RELIEF**  
**VIOLATION OF THE ILLINOIS ANTITRUST ACT,**  
**740 ILL. COMP. STAT. ANN. 10/3(1), *ET SEQ.***  
**(ON BEHALF OF THE ILLINOIS CLASS)**

309. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

310. Paragraph 310 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

311. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 311 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 311.

312. Paragraph 312 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

313. Paragraph 313 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 313.

314. Paragraph 314 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 314.

315. Paragraph 315 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 315.

**SEVENTH CLAIM FOR RELIEF**  
**VIOLATION OF THE IOWA COMPETITION LAW**  
**IOWA CODE § 553.1, *ET SEQ.***  
**(ON BEHALF OF THE IOWA CLASS)**

316. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

317. Paragraph 317 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

318. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 318 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 318.

319. Paragraph 319 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 319.

320. Paragraph 320 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 320.



**EIGHTH CLAIM FOR RELIEF**  
**VIOLATION OF THE KANSAS RESTRAINT OF TRADE ACT**  
**KAN. STAT. ANN. § 50-101, *ET SEQ.***  
**(ON BEHALF OF THE KANSAS CLASS)**

321. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

322. Paragraph 322 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

323. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 323 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 323.

324. Paragraph 324 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 324.

325. Paragraph 325 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 325.

326. Paragraph 326 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 326.

**NINTH CLAIM FOR RELIEF**  
**VIOLATION OF THE MAINE'S ANTITRUST STATUTE**  
**ME. REV. STAT. ANN. TIT. 10 § 1101, *ET SEQ.***  
**(ON BEHALF OF THE MAINE CLASS)**

327. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

328. Paragraph 328 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

329. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 329 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 329.

330. Paragraph 330 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 330.

331. Paragraph 331 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 331.

332. Paragraph 332 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 332.

**TENTH CLAIM FOR RELIEF**  
**VIOLATION OF THE MICHIGAN ANTITRUST REFORM ACT**  
**MICH. COMP. LAWS § 445.771, *ET SEQ.***  
**(ON BEHALF OF THE MICHIGAN CLASS)**

333. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

334. Paragraph 334 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

335. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 335 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 335.

336. Paragraph 336 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 336.

337. Paragraph 337 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 337.

338. Paragraph 338 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 338.

**ELEVENTH CLAIM FOR RELIEF**  
**VIOLATION OF THE MINNESOTA ANTITRUST LAW,**  
**MINN. STAT. § 325D.49, *ET SEQ.***  
**(ON BEHALF OF THE MINNESOTA CLASS)**

339. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

340. Paragraph 340 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

341. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 341 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 341.

342. Paragraph 342 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 342.

343. Paragraph 343 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 343.

344. Paragraph 344 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 344.

**TWELFTH CLAIM FOR RELIEF**  
**VIOLATION OF THE MISSISSIPPI ANTITRUST STATUTE,**  
**MISS. CODE ANN. § 74-21-1, *ET SEQ.***  
**(ON BEHALF OF THE MISSISSIPPI CLASS)**

345. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

346. Paragraph 346 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

347. Paragraph 347 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

348. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 348 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 348.

349. Paragraph 349 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 349.

350. Paragraph 350 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 350.

351. Paragraph 351 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 351.

352. Paragraph 352 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 352.

353. Paragraph 353 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 353.

**THIRTEENTH CLAIM FOR RELIEF**  
**VIOLATION OF THE MISSOURI MERCHANDISING PRACTICES ACT,**  
**MO. ANN. STAT. § 407.010, *ET SEQ.***  
**(ON BEHALF OF THE MISSOURI CLASS)**

354. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

355. Paragraph 355 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

356. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 356 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 356.

357. Paragraph 357 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 357.

358. Paragraph 358 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 358.

359. Paragraph 359 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 359.

**FOURTEENTH CLAIM FOR RELIEF**  
**VIOLATION OF THE NEBRASKA JUNKIN ACT,**  
**NEB. REV. STAT. § 59-801, *ET SEQ.***  
**(ON BEHALF OF THE NEBRASKA CLASS)**

360. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

361. Paragraph 361 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

362. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 362 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 362.

363. Paragraph 363 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 363.

364. Paragraph 364 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 364.

365. Paragraph 365 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 365.

**FIFTEENTH CLAIM FOR RELIEF**  
**VIOLATION OF THE NEVADA UNFAIR TRADE PRACTICES ACT,**  
**NEV. REV. STAT. § 598A.010, *ET SEQ.***  
**(ON BEHALF OF THE NEVADA CLASS)**

366. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

367. Paragraph 367 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

368. Paragraph 368 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

369. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 369 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 369.

370. Paragraph 370 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 370.



371. Paragraph 371 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 371.

372. Paragraph 372 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 372.

373. Paragraph 373 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 373.

374. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 374 and therefore denies them.

**SIXTEENTH CLAIM FOR RELIEF**  
**VIOLATION OF NEW HAMPSHIRE'S ANTITRUST STATUTE,**  
**N.H. REV. STAT. ANN. TIT. XXXI, § 356, *ET SEQ.***  
**(ON BEHALF OF THE NEW HAMPSHIRE CLASS)**

375. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

376. Paragraph 376 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

377. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 377 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 377.

378. Paragraph 378 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 378.

379. Paragraph 379 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 379.

380. Paragraph 380 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 380.

**SEVENTEENTH CLAIM FOR RELIEF**  
**VIOLATION OF THE NEW MEXICO ANTITRUST ACT,**  
**N.M. STAT. ANN. §§ 57-1-1, *ET SEQ.***  
**(ON BEHALF OF THE NEW MEXICO CLASS)**

381. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

382. Paragraph 382 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

383. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 383 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 383.

384. Paragraph 384 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 384.

385. Paragraph 385 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 385.

386. Paragraph 386 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 386.

**EIGHTEENTH CLAIM FOR RELIEF**  
**VIOLATION OF SECTION 340 OF**  
**THE NEW YORK GENERAL BUSINESS LAW**  
**(ON BEHALF OF THE NEW YORK CLASS)**

387. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

388. Paragraph 388 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

389. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 389 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 389.

390. Paragraph 390 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 390.

391. Paragraph 391 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 391.

392. Paragraph 392 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 392.

**NINETEENTH CLAIM FOR RELIEF**  
**VIOLATION OF THE NORTH CAROLINA GENERAL STATUTES,**  
**N.C. GEN. STAT. § 75-1, *ET SEQ.***  
**(ON BEHALF OF THE NORTH CAROLINA CLASS)**

393. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

394. Paragraph 394 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 394.

395. Paragraph 395 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 395.

396. Paragraph 396 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 396.

397. Paragraph 397 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 397.

398. Paragraph 398 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 398.

**TWENTIETH CLAIM FOR RELIEF**  
**VIOLATION OF THE NORTH DAKOTA UNIFORM STATE ANTITRUST ACT,**  
**N.D. CENT. CODE § 51-08.1, *ET SEQ.***  
**(ON BEHALF OF THE NORTH DAKOTA CLASS)**

399. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

400. Paragraph 400 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

401. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 401 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 401.

402. Paragraph 402 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 402.

403. Paragraph 403 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 403.

404. Paragraph 404 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 404.

**TWENTY-FIRST CLAIM FOR RELIEF**  
**VIOLATION OF THE RHODE ISLAND ANTITRUST ACT,**  
**R.I. GEN LAWS § 6-36-1, *ET SEQ.***  
**(ON BEHALF OF THE RHODE ISLAND CLASS)**

405. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

406. Paragraph 406 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

407. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 407 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 407.

408. Paragraph 408 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 408.

409. Paragraph 409 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 409.

410. Paragraph 410 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 410.

**TWENTY-SECOND CLAIM FOR RELIEF**  
**VIOLATION OF THE TENNESSEE TRADE PRACTICES ACT,**  
**TENN. CODE, § 47-25-101, *ET SEQ.***  
**(ON BEHALF OF THE TENNESSEE CLASS)**

411. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

412. Paragraph 412 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

413. Paragraph 413 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 413.

414. Paragraph 414 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 414.

415. Paragraph 415 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 415.

416. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 416 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 416.

417. Paragraph 417 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 417.

418. Paragraph 418 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 418.

**TWENTY-THIRD CLAIM FOR RELIEF**  
**VIOLATION OF THE UTAH ANTITRUST ACT,**  
**UTAH CODE ANN. §§ 76-10-911, *ET SEQ.***  
**(ON BEHALF OF THE UTAH CLASS)**

419. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

420. Paragraph 420 contains Plaintiffs' legal arguments and conclusions of law under Utah law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

421. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 421 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 421.

422. Paragraph 422 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 422.

423. Paragraph 423 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 423.

424. Paragraph 424 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 424.



**TWENTY-FOURTH CLAIM FOR RELIEF**  
**VIOLATION OF THE WEST VIRGINIA ANTITRUST ACT,**  
**W. VA. CODE §47-18-1, *ET SEQ.***  
**(ON BEHALF OF THE WEST VIRGINIA CLASS)**

425. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

426. Paragraph 426 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

427. Paragraph 427 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 427.

428. Paragraph 428 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 428.

429. Paragraph 429 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 429.

**VIOLATIONS OF STATE CONSUMER PROTECTION LAWS**

430. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

431. Paragraph 431 contains no factual allegations to which a response is required.

**TWENTY-FIFTH CLAIM FOR RELIEF**  
**VIOLATION OF CALIFORNIA'S UNFAIR COMPETITION LAW**  
**CAL. BUS. & PROF. CODE § 17200, *ET SEQ.* (THE "UCL")**  
**(ON BEHALF OF THE CALIFORNIA CLASS)**

432. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

433. Paragraph 433 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 433.

434. Paragraph 434 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 434.

435. Paragraph 435 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 435.

436. Paragraph 436 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 436.

437. Paragraph 437 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 437.

438. Paragraph 438 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 438.

439. Paragraph 439 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 439.

440. Paragraph 440 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 440.

441. Paragraph 441 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 441.

**TWENTY-SIXTH CLAIM FOR RELIEF**  
**VIOLATION OF THE DISTRICT OF COLUMBIA CONSUMER PROTECTION**  
**PROCEDURES ACT,**  
**D.C. CODE § 28-3901, *ET SEQ.***  
**(ON BEHALF OF THE DISTRICT OF COLUMBIA CLASS)**

442. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

443. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations of Paragraph 443 and therefore denies them.

444. Paragraph 444 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 444.

445. Paragraph 445 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

446. Paragraph 446 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 446.

447. Paragraph 447 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 447.

448. Paragraph 448 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 448.

449. Paragraph 449 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 449.

450. Paragraph 450 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 450.

451. Paragraph 451 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 451.

**TWENTY-SEVENTH CLAIM FOR RELIEF**  
**VIOLATION OF THE FLORIDA DECEPTIVE AND**  
**UNFAIR TRADE PRACTICES ACT,**  
**FLA. STAT. § 501.201(2), *ET SEQ.***  
**(ON BEHALF OF THE FLORIDA CLASS)**

452. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

453. Paragraph 453 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

454. Paragraph 454 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

455. Paragraph 455 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

456. Paragraph 456 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA denies the allegations in Paragraph 456.

457. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in the first sentence of Paragraph 457 and therefore denies them. JBS USA denies the remaining allegations in Paragraph 457.

458. Paragraph 458 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 458.

459. Paragraph 459 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 459.

460. Paragraph 460 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 460

461. Paragraph 461 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 461.

462. Paragraph 462 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 462.

463. Paragraph 463 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 463.

**TWENTY-EIGHTH CLAIM FOR RELIEF**  
**VIOLATION OF THE HAWAII REVISED STATUTES**  
**ANNOTATED §§ 480-1, *ET SEQ.***  
**(ON BEHALF OF HAWAII CLASS)**

464. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

465. Paragraph 465 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 465.

466. Paragraph 466 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 466.

467. Paragraph 467 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 467.

468. Paragraph 468 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 468.

**TWENTY-NINTH CLAIM FOR RELIEF**  
**VIOLATION OF THE ILLINOIS CONSUMER FRAUD AND DECEPTIVE**  
**BUSINESS PRACTICES ACT,**  
**815 ILL. COMP. STAT. ANN. 505/10A, *ET SEQ.***  
**(ON BEHALF OF THE ILLINOIS CLASS)**

469. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

470. Paragraph 470 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 470.

471. Paragraph 471 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 471.

472. Paragraph 472 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 472.

473. Paragraph 473 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 473.

474. Paragraph 474 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 474.

475. Paragraph 475 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 475.

476. Paragraph 476 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 476.

477. Paragraph 477 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 477.

**THIRTIETH CLAIM FOR RELIEF**  
**VIOLATION OF THE MASSACHUSETTS CONSUMER PROTECTION ACT,**  
**MASS. GEN. LAWS CH. 93A § 1, *ET SEQ.***  
**(ON BEHALF OF THE MASSACHUSETTS CLASS)**

478. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

479. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 479 and therefore denies them.



**THIRTY-FIRST CLAIM FOR RELIEF**  
**VIOLATION OF THE MICHIGAN CONSUMER PROTECTION ACT,**  
**MICH. COMP. LAWS ANN. § 445.901, *ET SEQ.***  
**(ON BEHALF OF THE MICHIGAN CLASS)**

480. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

481. Paragraph 481 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 481.

482. Paragraph 482 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 482.

483. Paragraph 483 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 483.

484. Paragraph 484 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 484.

485. Paragraph 485 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 485.

486. Paragraph 486 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 486.

487. Paragraph 487 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 487.

488. Paragraph 488 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 488.

489. Paragraph 489 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 489.

**THIRTY-SECOND CLAIM FOR RELIEF**  
**VIOLATION OF THE MINNESOTA CONSUMER FRAUD ACT,**  
**MINN. STAT. § 325F.68, *ET SEQ.***  
**(ON BEHALF OF THE MINNESOTA CLASS)**

490. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

491. Paragraph 491 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 491.

492. Paragraph 492 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 492.

493. Paragraph 493 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 493.

494. Paragraph 494 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 494.

495. Paragraph 495 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 495.

496. Paragraph 496 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 496.

497. Paragraph 497 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 497.

498. Paragraph 498 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 498.

499. Paragraph 499 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 499.

**THIRTY-THIRD CLAIM FOR RELIEF**  
**VIOLATION OF THE NEBRASKA CONSUMER PROTECTION ACT,**  
**NEB. REV. STAT. § 59-1602, *ET SEQ.***  
**(ON BEHALF OF THE NEBRASKA CLASS)**

500. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

501. Paragraph 501 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 501.

502. Paragraph 502 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 502.

503. Paragraph 503 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 503.

504. Paragraph 504 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 504.

505. Paragraph 505 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 505.

506. Paragraph 506 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 506.

507. Paragraph 507 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 507.

508. Paragraph 508 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 508.

509. Paragraph 509 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 509.

**THIRTY-FOURTH CLAIM FOR RELIEF**  
**VIOLATION OF THE NEVADA DECEPTIVE TRADE PRACTICES ACT,**  
**NEV. REV. STAT. § 598.0903, *ET SEQ.***  
**(ON BEHALF OF THE NEVADA CLASS)**

510. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

511. Paragraph 511 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 511.

512. Paragraph 512 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 512.

513. Paragraph 513 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 513.

514. Paragraph 514 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 514.

515. Paragraph 515 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 515.

516. Paragraph 516 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 516.

517. Paragraph 517 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 517.

518. Paragraph 518 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 518.

519. Paragraph 519 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 519.

**THIRTY-FIFTH CLAIM FOR RELIEF**  
**VIOLATION OF THE NEW HAMPSHIRE CONSUMER PROTECTION ACT,**  
**N.H. REV. STAT. ANN. TIT. XXXI, § 358-A, *ET SEQ.***  
**(ON BEHALF OF THE NEW HAMPSHIRE CLASS)**

520. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

521. Paragraph 521 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 521.

522. Paragraph 522 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 522.

523. Paragraph 523 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 523.

524. Paragraph 524 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 524.

525. Paragraph 525 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 525.

526. Paragraph 526 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 526.

527. Paragraph 527 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 527.

528. Paragraph 528 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 528.

529. Paragraph 529 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 529.

530. Paragraph 530 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 530.

**THIRTY-SIXTH CLAIM FOR RELIEF**  
**VIOLATION OF THE NEW MEXICO UNFAIR PRACTICES ACT,**  
**N.M. STAT. ANN. §§ 57-12-3, *ET SEQ.***  
**(ON BEHALF OF THE NEW MEXICO CLASS)**

531. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

532. Paragraph 532 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 532.

533. Paragraph 533 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 533.

534. Paragraph 534 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 534.

535. Paragraph 535 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 535.



536. Paragraph 536 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 536.

537. Paragraph 537 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 537.

538. Paragraph 538 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 538.

539. Paragraph 539 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 539.

540. Paragraph 540 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 540.

541. Paragraph 541 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 541.

**THIRTY-SEVENTH CLAIM FOR RELIEF**  
**VIOLATION OF THE NORTH CAROLINA UNFAIR TRADE AND BUSINESS**  
**PRACTICES ACT,**  
**N.C. GEN. STAT. § 75-1.1, *ET SEQ.***  
**(ON BEHALF OF THE NORTH CAROLINA CLASS)**

542. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

543. Paragraph 543 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 543.

544. Paragraph 544 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 544.

545. Paragraph 545 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 545.

546. Paragraph 546 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 546.

547. Paragraph 547 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 547.

548. Paragraph 548 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 548.

549. Paragraph 549 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 549.

550. Paragraph 550 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 550.

551. Paragraph 551 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 551.

**THIRTY-EIGHTH CLAIM FOR RELIEF**  
**VIOLATION OF THE NORTH DAKOTA UNFAIR TRADE PRACTICES LAW,**  
**N.D. CENT. CODE § 51-10, *ET SEQ.***  
**(ON BEHALF OF THE NORTH DAKOTA CLASS)**

552. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

553. Paragraph 553 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 553.

554. Paragraph 554 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 554.

555. Paragraph 555 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 555.

556. Paragraph 556 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 556.

557. Paragraph 557 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 557.

558. Paragraph 558 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 558.

559. Paragraph 559 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 559.

560. Paragraph 560 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 560.

561. Paragraph 561 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 561.

**THIRTY-NINTH CLAIM FOR RELIEF**  
**VIOLATION OF THE RHODE ISLAND DECEPTIVE TRADE PRACTICES ACT,**  
**R.I. GEN. LAWS § 6-13.1-1, *ET SEQ.***  
**(ON BEHALF OF THE RHODE ISLAND CLASS)**

562. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

563. Paragraph 563 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 563.

564. Paragraph 564 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 564.

565. Paragraph 565 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 565.

566. Paragraph 566 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 566.

567. Paragraph 567 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 567.

568. Paragraph 568 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 568.

569. Paragraph 569 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 569.

570. Paragraph 570 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 570.

571. Paragraph 571 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 571.

572. JBS USA lacks knowledge or information sufficient to form an independent belief as to the truth of the allegations in Paragraph 572 and therefore denies them.

573. Paragraph 573 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 573.

574. Paragraph 574 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 574.

**FORTIETH CLAIM FOR RELIEF**  
**VIOLATION OF THE SOUTH CAROLINA'S UNFAIR TRADE PRACTICES ACT,**  
**S.C. CODE ANN. §§ 39-5-10, *ET SEQ.***  
**(ON BEHALF OF THE SOUTH CAROLINA CLASS)**

575. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

576. Paragraph 576 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 576.

577. Paragraph 577 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 577.

578. Paragraph 578 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 578.

579. Paragraph 579 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 579.

580. Paragraph 580 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 580.

581. Paragraph 581 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 581.

582. Paragraph 582 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 582.

583. Paragraph 583 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 583.

**FORTY-FIRST CLAIM FOR RELIEF**  
**VIOLATION OF THE UTAH CONSUMER SALES PRACTICES ACT,**  
**UTAH CODE ANN. §§ 13-11-1, *ET SEQ.***  
**(ON BEHALF OF THE UTAH CLASS)**

584. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

585. Paragraph 585 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 585.

586. Paragraph 586 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 586.

587. Paragraph 587 contains Plaintiffs' legal arguments and conclusions of law to which no response is required. To the extent a response is required, JBS USA admits Plaintiffs appear to be selectively quoting and/or attempting to characterize the language of a state statute and JBS USA denies any characterization or description that is inconsistent therewith.

588. Paragraph 588 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 588.

589. Paragraph 589 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 589.

590. Paragraph 590 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 590.

591. Paragraph 591 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 591.



592. Paragraph 592 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 592.

593. Paragraph 593 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 593.

594. Paragraph 594 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 594.

595. Paragraph 595 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 595.

**FORTY-SECOND CLAIM FOR RELIEF**  
**VIOLATION OF THE UTAH UNFAIR PRACTICES ACT,**  
**UTAH CODE ALL. §§ 13-5-1, *ET SEQ.***  
**(ON BEHALF OF THE UTAH CLASS)**

596. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

597. Paragraph 597 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 597.

598. Paragraph 598 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 598.

599. Paragraph 599 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 599.

600. Paragraph 600 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 600.

601. Paragraph 601 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 601.

602. Paragraph 602 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 602.

603. Paragraph 603 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 603.

**FORTY-THIRD CLAIM FOR RELIEF**  
**VIOLATION OF THE VIRGINIA CONSUMER PROTECTION ACT**  
**VA. CODE ANN. § 59.1- 196, *ET SEQ.***  
**(ON BEHALF OF THE VIRGINIA CLASS)**

604. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

605. Paragraph 605 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 605.

606. Paragraph 606 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 606.

607. Paragraph 607 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 607.

608. Paragraph 608 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 608.

609. Paragraph 609 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 609.

610. Paragraph 610 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 610.

611. Paragraph 611 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 611.

**FORTY-FOURTH CLAIM FOR RELIEF**  
**UNJUST ENRICHMENT**

612. JBS USA incorporates by reference and reasserts its answers to each preceding paragraph in Plaintiffs' Complaint as if fully set forth herein in its answer to this Paragraph.

613. Paragraph 613 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 613.

614. Paragraph 614 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 614.

#### **X. REQUEST FOR RELIEF**

615. Paragraph 615 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 615. JBS USA denies that Plaintiffs are entitled to any of the relief requested in this Paragraph.

616. Paragraph 616 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 616. JBS USA denies that Plaintiffs are entitled to any of the relief requested in this Paragraph.

617. Paragraph 617 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 617. JBS USA denies that Plaintiffs are entitled to any of the relief requested in this Paragraph.

618. Paragraph 618 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 618. JBS USA denies that Plaintiffs are entitled to any of the relief requested in this Paragraph.

619. Paragraph 619 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 619. JBS USA denies that Plaintiffs are entitled to any of the relief requested in this Paragraph.

620. Paragraph 620 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 620. JBS USA denies that Plaintiffs are entitled to any of the relief requested in this Paragraph.

621. Paragraph 621 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 621. JBS USA denies that Plaintiffs are entitled to any of the relief requested in this Paragraph.

622. Paragraph 622 contains legal arguments and conclusions of law to which no response is required. To the extent that a response is required, JBS USA denies the allegations in Paragraph 622. JBS USA denies that Plaintiffs are entitled to any of the relief requested in this Paragraph.

## **XI. JURY TRIAL DEMANDED**

623. Paragraph 623 contains no factual allegations to which a response is required. To the extent a response is required, JBS USA also demands a jury trial, as set forth below.

JBS USA denies each and every allegation of Plaintiffs' Complaint not hereinabove specifically admitted, explained, or modified.

### **DEFENSES**

Without assuming any burden that it would not otherwise bear, JBS USA asserts the following defenses. These defenses are pleaded in the alternative, and do not constitute an admission that JBS USA is in any way liable to Plaintiffs, that Plaintiffs have been or will be injured or damaged in any way, or that Plaintiffs are entitled to any relief whatsoever. As a defense to the Second Amended and Consolidated Class Action Complaint and each and every allegation contained therein, JBS USA alleges:

1. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because Plaintiff has failed to state a claim upon which relief can be granted.
2. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because Plaintiffs have not suffered any injury in fact and/or any injury cognizable under the antitrust laws.
3. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because they lack standing to bring this action against JBS USA.
4. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because any alleged injuries and damages were not legally or proximately caused by any acts or omissions of JBS USA and/or were caused, if at all, solely and proximately by the conduct of Plaintiffs themselves or third parties including, without limitations, the prior, intervening or superseding conduct of such Plaintiffs or third parties.
5. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part because the applicable statute of limitations has lapsed with respect to such claims.
6. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because Plaintiffs failed to mitigate any damages they may have suffered.

7. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by the doctrine of waiver.
8. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by the doctrine of estoppel.
9. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by the doctrine of laches.
10. Plaintiffs' claims and claims of any putative class members are barred, in whole or in part, since JBS USA had legitimate, independent business justifications for all of its conduct at issue in this matter.
11. Plaintiffs' claims and claims of any putative class members are barred, in whole or in part, since JBS USA's conduct did not adversely affect competition in any relevant market.
12. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, to the extent that they are subject to contractual arbitration and/or forum selection
13. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, due to the ratification of, and consent to, the conduct of JBS USA.
14. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by the applicable limitations period set out in contracts and/or agreements executed by Plaintiffs.
15. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, to the extent Plaintiffs seek to impose liability on JBS USA based on the exercise of any person or entity's right to petition federal, state and local governmental bodies, including through public statements, because such conduct was immune under the *Noerr-Pennington* doctrine and privileged under the First Amendment to the U.S. Constitution.

16. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by the Filed Rate Doctrine.
17. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by the doctrine of unclean hands.
18. Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by the doctrine of accord and satisfaction.
19. Without admitting the existence of any contract, combination or conspiracy in restraint of trade, and expressly denying same, Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by JBS USA's right to set off any amounts paid to Plaintiffs by any Defendants other than JBS USA who have settled, or do settle, Plaintiffs' claims against them in this action.
20. Plaintiffs' claims and the claims of any putative class members are barred in whole or in part by the pass-on defense.
21. Without admitting the existence of any contract, combination or conspiracy in restraint of trade, and expressly denying same, Plaintiffs claims and the claims of any putative class members are barred, in whole or in part, to the extent that Plaintiff entered into cost-plus contracts with parties who purchased from Plaintiff before Plaintiff began paying any purported overcharge.
22. Plaintiffs' claims and claims of any putative class members are barred, in whole or in part, to the extent they seek improper multiple damage awards, and damage awards duplicative of those sought in other actions, in violation of the Due Process guarantees of the Fifth and Fourteenth Amendments of the United States Constitution.



23. To the extent Plaintiffs claim that JBS USA fraudulently concealed any actions, Plaintiffs have failed to allege this fraud with the particularity required by Federal Rule of Civil Procedure 9(b).
24. Plaintiffs' claims are barred, in whole or in part, because any alleged anticompetitive effects of the conduct alleged by Plaintiffs do not outweigh the procompetitive benefits.
25. Plaintiffs' claims are barred, in whole or in part, under certain consumer fraud and/or consumer-protection statutes because Plaintiffs did not rely on—or were not induced to act by—JBS USA's conduct.
26. Plaintiffs' unjust-enrichment claims are barred, in whole or in part, because Plaintiffs did not confer any direct or indirect benefit on JBS USA.
27. Plaintiffs' unjust-enrichment claims are barred, in whole or in part, because Plaintiffs have an adequate remedy at law.
28. Plaintiffs' unjust-enrichment claims are barred, in whole or in part, because Plaintiffs received the benefit of the bargain.
29. Plaintiffs' unjust-enrichment and restitution claims are barred, in whole or in part, to the extent that they have never had an ownership or vested interest in the money or property sought to be recovered from JBS USA.
30. JBS USA adopts and incorporates by reference any and all other defenses asserted by any other Defendant to the extent that the defense would apply to JBS USA.
31. JBS USA has not knowingly or intentionally waived any applicable defenses, and it reserves the right to assert and rely upon other defenses as this action proceeds up to and including the time of trial. JBS USA reserves the right to amend or seek to amend its answers and/or affirmative defenses.

**PRAYER FOR RELIEF**

WHEREFORE, JBS USA denies that Plaintiffs are entitled to any relief whatsoever and prays for relief from judgement as follows:

1. That judgment be entered in favor of JBS USA and against Plaintiffs on all their claims;
2. That Plaintiffs take nothing by their Complaint;
3. That the Complaint be dismissed with prejudice;
4. That JBS USA recover all attorneys' fees, costs, and expenses incurred in defense of this action; and
5. Further relief as the Court deems just and proper.

**JURY TRIAL DEMANDED**

Pursuant to Federal Rule of Civil Procedure 38, Defendant JBS USA demands a trial by jury on all claims so triable.

*[Remainder of page intentionally left blank.]*

Dated: January 6, 2021

/s/ Sami H. Rashid

Sami H. Rashid (*pro hac vice*)

Stephen R. Neuwirth (*pro hac vice*)

Michael B. Carlinsky (*pro hac vice*)

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